

**ARTICLES OF INCORPORATION
OF
THE BREONNA TAYLOR FOUNDATION INC.**

For the purposes of forming a nonprofit corporation in Kentucky pursuant KRS §14A and KRS §273, the undersigned incorporators hereby submit the following Articles of Incorporation to the Office of the Kentucky Secretary of State for filing:

ARTICLE I. **Corporate Name**. The name of this corporation is “THE BREONNA TAYLOR FOUNDATION INC.” (the “Foundation”).

ARTICLE II. **Principal Office**. The mailing address of the Foundation’s principal office is c/o Lonita Baker, 1201 Story Ave #301, Louisville, KY 40206.

ARTICLE III. **Purpose**. As a Kentucky nonprofit corporation organized and operated exclusively for charitable purposes as may qualify it for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, the Foundation shall:

- (a) Develop, advance and/or promote programs that provide educational, recreational, cultural, social and civic activities to children, teenagers and young adults to help them realize their full potential and positively impact their own lives, their families and their communities;

- (b) Develop, advance and/or promote programs that support economic, social, and racial justice and government accountability;
- (c) Develop, advance and/or promote programs that empower individuals and communities to achieve better health.

ARTICLE IV. **Powers**. The Foundation shall:

- (a) Solicit and accept gifts in support of the foregoing purposes and the Foundation;
- (b) Provide a means for receiving and administering charitable donations to be used for Foundation projects, programs, and spaces, or for other purposes that benefit the Foundation;
- (c) Invest, reinvest, sell, convey or otherwise dispose of such funds, property or any part or interest thereof, that, in the judgment of the Foundation's Board of Directors, will best promote the interests of the Foundation without limitation, except such limitation, if any, as may be contained in the instrument under which such funds or property are received; and
- (d) Have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a Kentucky nonprofit corporation, including without limitation, the general powers enumerated in KRS §273.171, that are not inconsistent with the Foundation's qualification under Section 501(c)(3) of the Code.

ARTICLE V. **Prohibited Activities.**

- (e) No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay private individuals such amounts and reasonable compensation for goods provided and services actually rendered and that are necessary to organize the Foundation and to carry out the purposes of the Foundation. The Foundation is expressly prohibited from advancing or loaning its directors, officers, or employees any money or property.
- (f) No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (g) Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under the Code.

ARTICLE VI. **Members.** The Foundation shall have no members.

ARTICLE VII. **Initial Directors**. The number of directors constituting the Foundation's initial board of directors shall be five, and the names and mailing addresses of the persons who are to serve as the initial directors are:

Tamika Palmer 2307 Algonquin Parkway #1, Louisville, KY 40210

Delisha Bell 2307 Algonquin Parkway #2, Louisville, KY 40210

Tahasha Holloway 5716 Bannon Crossing, Louisville, KY 40228

Lonita Baker 1201 Story Ave #301, Louisville, KY 40206

Sam Aguiar 1201 Story Ave #301, Louisville, KY 40206

ARTICLE VIII. **Limitation of Director Liability**.

(h) Except as otherwise provided by Article VIII(b) below, no director of the Foundation shall have any personal liability to the Foundation for monetary damages for breach of his or her duties as a director.

(i) Nothing in Article VIII(a) above shall be deemed or construed to eliminate or limit the liability of a director for:

(1) Any transaction in which the director's personal financial interest conflicts with the financial interest of the Foundation:

(2) Acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or

(3) Any transaction from which the director derived an improper personal benefit.

ARTICLE IX. **Indemnification**.

- (a) The Foundation shall indemnify a current or former director or officer (and his or her heirs, executors and administrators) for expenses actually and reasonably incurred by the director or officer in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a director or officer; provided, that no director or officer shall be indemnified for expenses incurred, if he or she shall be adjudged in such action, suit or proceeding to be liable for willful misconduct or wanton and reckless disregard for human rights, safety or property in the performance of such director's or officer's duty to the corporation.

- (b) The Foundation shall also advance amounts to a current or former director or officer (and his or her heirs, executors and administrators) to be used in the payment of expenses arising in connection with the defense of any action, suit or proceeding, civil or criminal, in which the director or officer of the Foundation is made a party by reason of being or having been a director or officer, provided that the person receiving the advance agrees in writing prior to the receipt of such advance to reimburse the Foundation for all amounts advanced if the person is adjudged liable for willful misconduct or wanton and reckless disregard for human rights, safety or property in the performance of such director's or officer's duty to the Foundation.

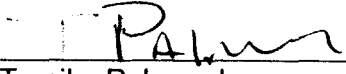
ARTICLE X. **Dissolution.** Upon the dissolution and liquidation of the Foundation, the Foundation's assets shall be applied and distributed as follows:

- (a) All liabilities and obligations of the Foundation shall be paid and discharged, or adequate provisions shall be made therefor;
- (b) Assets held by the Foundation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and
- (c) All other assets which are not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI. **Registered Agent.** The name and street address of the Foundation's initial registered agent is Lonita Baker, 1201 Story Ave #301, Louisville, KY 40206.

ARTICLE XII. **Incorporator.** The name and mailing address of the incorporator is Tamika Palmer, 2307 Algonquin Parkway #1, Louisville, KY 40210.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator of THE BREONNA TAYLOR FOUNDATION INC., executed these Articles of Incorporation on the date set forth below my name.



Tamika Palmer, Incorporator

Date: 8-12-20

CONSENT OF THE REGISTERED AGENT

The undersigned hereby consents to serve as the registered agent on behalf of the Foundation.



Lonita Baker

Date: 8-12-2020

Prepared by:
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